

## **BYLAWS**

The name of the corporation is

### **THE AGRICULTURAL FOUNDATION OF CALIFORNIA STATE UNIVERSITY, FRESNO**

#### **ARTICLE I.**

##### **CORPORATE SEAL**

The corporate seal shall consist of a circle, having at its circumference the words: **THE AGRICULTURAL FOUNDATION OF CALIFORNIA STATE UNIVERSITY, FRESNO**, and inside the circle the following words and figures: **Incorporated December 2, 1954.**

#### **ARTICLE II.**

##### **DIRECTORS**

- (A) The activities and affairs of the Corporation shall be controlled, conducted and the corporate powers shall be exercised by or under the direction of a Board comprised of seven (7) directors who are empowered to hold office until their successors are elected and qualified. None of the directors shall serve concurrently on the Board of Directors of the California State University, Fresno Association, Inc. The following shall be members of the Board of Directors:
- (1) The President of California State University, Fresno.
  - (2) One (1) person designated by the President of California State University, Fresno.
  - (3) Five (5) persons who are nominated, and then elected by a majority vote at a meeting duly held at which a quorum exists.
- (B) Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation including any of its committees.
- (C) The Corporation may from time to time enter into various agreements with third parties, employ individuals (including, but not limited to the Executive Director), or engage agents or representatives to perform assigned or delegated duties or tasks, all of which shall be undertaken under the direction and oversight of the Board of Directors through resolutions adopted by the Board.

- (D) The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer unless approved in advance and in writing by the Attorney General.
- (E) The Board may authorize by policy the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors or committee members shall not otherwise be compensated.

### **ARTICLE III.**

#### **POWERS OF DIRECTORS**

The directors have power to: (i) appoint and remove officers, agents, employees, fix their duties and compensation and may require from them security for faithful service; (ii) manage the business of the Corporation, (iii) adopt policies, and make for it rules and regulations not inconsistent with other provisions of the Bylaws or the laws of the State of California, (iv) incur indebtedness for the conduct of business, the terms and amount of which shall be entered on the minutes of the Board, and (v) supervise all officers, agents and employees, and see that their duties are properly performed.

### **ARTICLE IV.**

#### **NOMINATION AND ELECTION OF DIRECTORS**

All directors, other than the President of California State University, Fresno and his or her one designee, shall be nominated by a member of the Board of Directors and elected by the Board of Directors. .

### **ARTICLE V.**

#### **TERM OF OFFICE**

The term of office of members of the Board of Directors, other than the President of California State University, Fresno is three (3) years and thereafter until their successors are designated or elected. Terms of office shall be staggered so that two of the directors shall be selected each year. A director designated or elected to fill a vacancy occurring before the expiration of a term shall hold office for the unexpired portion of the term.

### **ARTICLE VI.**

#### **VACANCIES**

- (A) A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (1) The death, resignation, or removal of any director.
  - (2) The declaration by resolution of the Board of Directors of a vacancy as allowed under §5221 of the California Nonprofit Public Benefit Corporation Law.
  - (3) The failure of the Board, at any meeting of the Board at which any director(s) is to be elected, to elect the director(s) nominated at that meeting pursuant to the provisions of Article IV.
  - (4) The increase of the authorized number of directors.
- (B) Except as provided in this Section, any director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board or the Secretary, unless the notice specifies a later effective date for the resignation. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.
- (C) Any director may be removed for cause by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting on the removal matter has been given as provided in Article XII.
- (D) Any director who fails to attend three (3) consecutive regular Board meetings shall be removed from the Board without Board resolution unless:
- (1) The director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.
  - (2) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (D).
- (E) Any vacancy caused by the death, resignation, or removal of a director shall be filled in accordance with the provisions of Article IV.

## **ARTICLE VII.**

### **OFFICERS**

The officers shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chair, Vice-Chair, and Treasurer shall be elected by the Board of Directors. The President of the University shall serve ex-officio as the Secretary. Neither the Secretary nor the Treasurer shall serve concurrently as the Chair. The terms of office of the Chair, the Vice-Chair and the Treasurer shall be for one year and shall expire in July, one year next succeeding their

election or at such time as their successors are elected. No compensation shall be paid to any officer of the corporation.

## **ARTICLE VIII.**

### **DUTIES OF OFFICERS**

- (A) The Chair shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Chair shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The duties prescribed in these Bylaws may be delegated in writing by the Chair to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.
- (B) The Vice Chair performs the duties of the Chair in the absence of the Chair. The Board of Directors may assign other responsibilities to the Vice Chair consistent with these Bylaws. The duties prescribed in these Bylaws may be delegated in writing by the Vice Chair to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.
- (C) The Secretary shall attend to the following:
  - (1) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Board and committees, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
  - (2) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
  - (3) The duties prescribed in these Bylaws may be delegated in writing by the Secretary to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.
- (D) The Treasurer of the Corporation shall attend to the following:
  - (1) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of

accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

- (2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the Chair and directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.
- (3) The duties prescribed in these Bylaws may be delegated in writing by the Treasurer to designated management personnel, with notice to the Board, but remains responsible for any delegated duties under this section.

## **ARTICLE IX.**

### **COMMITTEES**

The Board of Directors may designate one or more standing or ad hoc committees consisting of three or more directors and only of directors in the case of committees with delegated authority to act for the Board, to serve at the pleasure of the Board. Any member of any committee may be removed for cause, at any time by the Board. Subject to the restrictions of §5212 of the California Nonprofit Public Benefit Corporation Law, any committee, to the extent provided in the resolution of the Board, may act on behalf of the Board. Board resolutions establishing committees shall each include the name of the committee, its purpose, scope of authority, and composition. Advisory committees may include non-board members.

## **ARTICLE X.**

### **ANNUAL AND REGULAR MEETINGS**

Regular meetings of the Board shall be held at least once each quarter of each fiscal year at a time to be designated by the Secretary. The annual meeting for the election of officers shall be the meeting in the first quarter of the fiscal year. Regular meetings of any committee may be held as designated by the Committee Chair.

## **ARTICLE XI.**

### **SPECIAL MEETINGS**

Special meetings of the Board or any committee may be called at any time by the Chair, or by any three members of the Board or committee.

## **ARTICLE XII.**

### **NOTICE AND PLACE OF MEETINGS**

- (A) Annual and Regular Meetings: Notice of any annual or regular meeting of the Board or committees shall be given to all respective members at least seven (7) days in advance of each meeting. Notice may be delivered personally, by first-class mail, telephone, or by electronic transmission (including email), provided that such notice may be waived by any member. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. Notice of any meeting shall also be given pursuant to this Article to any person who requests such notice in writing. An agenda listing the matters to be considered at each meeting shall be included in the meeting notice.
- (B) Special Meetings: The call and notice of a special meeting of the Board or a committee shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings. Notice may be delivered personally, by first-class mail, telephone or by electronic transmission (including email), provided that such notice may be waived by any member. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. Notice of any meeting shall also be given pursuant to this Article to any person who requests such notice in writing. An agenda listing the matters to be considered at each meeting shall be included in the meeting notice.
- (C) Written notice may be dispensed with for any members who, at or prior to the time of the meeting convenes, files with the Secretary a written waiver of notice. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.
- (D) The transactions of any meeting of the Board or any committee, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the respective members not

present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any respective member who attends the meeting without protesting before or at its commencement about lack of adequate notice.

- (E) Meetings of the Board of Directors or any committee shall be held at any place within this State which has been designated from time to time by resolution of, or by written consent of all members of, the Board or any committee. In the absence of such designation, meetings shall be held on the campus of California State University, Fresno. Notwithstanding the foregoing, a regular or special meeting of the Board or any committee may be held at any place consented to in writing by all respective members, either before or after the meeting.

### **ARTICLE XIII.**

#### **CONDUCT OF MEETINGS**

- (A) All meetings of the Board and committees shall be open and public, and all persons shall be permitted to attend any meeting of the Board or any committee; provided, however, that the Board or committee may hold Closed Sessions during any meeting to consider those matters that may lawfully be considered in such closed sessions under Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code. Members may participate in a meeting through use of conference telephone or electronic video screen communication provided all members participating are able to hear one another. The conduct of meetings of the Board of Directors and its committees shall be guided by, but not held to *Robert's Rules of Order*, and the Board may establish written policy and procedures to implement this Article.
- (B) A majority of the Board of Directors or a committee shall constitute a quorum for the transaction of business, except to adjourn as provided immediately below. Every act or decision done or made by a majority of the members present at a meeting held at which a quorum is present shall be regarded as the act of that body, subject to the provisions of the California Nonprofit Public Benefit Corporation Law and exceptions in these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any member, if any action taken is approved by at least a majority of the quorum required for the meeting. A majority of the Board or committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## **ARTICLE XIV.**

### **TRANSACTIONS WITH BOARD MEMBERS**

The Corporation shall not enter into any contract or transaction that violates law, including but not limited to the Nonprofit Public Benefit Corporation Law, or any provisions governing the conduct of an organization operating as an auxiliary organization under California Education Code Sections 89900, et seq., and Title V of the California Code of Regulations, Section 42400, et seq.

## **ARTICLE XV.**

### **INDEMNIFICATION AND INSURANCE**

**(A) Indemnification.**

- (1) To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such positions, against all expenses (including attorneys fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation.
- (2) On written request to the Board of Directors by any person seeking indemnification under Section 5238 of the California Nonprofit Public Benefit Corporation Code, the Board shall promptly determine whether the applicable standard of conduct set forth in Section 5238 has been met and, if it has, the Board shall authorize indemnification. At that meeting, the directors who are not parties to the proceeding shall determine whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Code has been met and if it has, the directors who are not parties to the proceeding shall by a majority vote authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, then the determination as to whether the applicable standard of conduct has been met shall be made by the court or tribunal before which the proceeding is or was pending.
- (3) To the fullest extent permitted by law and except as it is otherwise determined by the Board of Directors in a specific instance, expense

incurred by a person seeking indemnification under this Article of the Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

- (4) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- (B) **Insurance.** This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by the director, officer, employee or agent in any such capacity or arising out of the director's, officer's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under Section 1 of this Article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any director, officer, employee or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

## ARTICLE XVI.

### CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written", and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form. Any reference in these Bylaws to any legislative statute or regulation shall include any succeeding regulation promulgated in replacement thereof.

**ARTICLE XVII.**

**AMENDMENT OF BYLAWS**

The Bylaws may be repealed or amended or new Bylaws adopted at any meeting of the Board of Directors by a majority vote or as otherwise prescribed by the Nonprofit Public Benefit Corporation Law.

Approved: May 13, 2011

Revised: September 28, 2012

Revised: March 21, 2014